



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

ENTERED  
05/11/2011

**IN RE:**

**ASPEN EXPLORATION, INC.,  
DEBTOR**

**CASE NO. 08-50325  
(Chapter 7)**

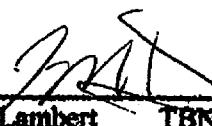
**STIPULATION AND ORDER REGARDING CLAIM NUMBER 222  
FILED BY GARY R. RICE**

Janet S. Northrup, Chapter 7 Trustee (the "Trustee") of the bankruptcy estate of Aspen Exploration, Inc. (the "Debtor") and Gary R. Rice stipulate as follows:

1. Gary R. Rice filed proof of claim number 222 as an unsecured claim in the amount of \$4,099,318.75, in the above-referenced bankruptcy proceeding.
2. As part of the compromise resolving certain Avoidance Claims of the Trustee, the parties agree that the proof of claim of Gary R. Rice shall be reclassified and allowed as a subordinated claim under 11 U.S.C. § 510(b) in the amount of \$4,099,318.75.

Respectfully submitted,

HUGHES WATTERS ASKANASE, LLP

By:   
 Lindsay Lambert TBN 11844225  
 J. Mark Davis TBN 05518200  
 Heather McIntyre TBN 24041076  
 333 Clay Street, 29th Floor  
 Houston, Texas 77002  
 Tel: 713.759.0818  
 Fax: 713.759.6834

**COUNSEL FOR JANET NORTHRUP,  
CHAPTER 7 TRUSTEE**

AND

Gary R. Rice  
Gary R. Rice  
137 Megan Court  
Alamo CA 94507

Approved as to form:

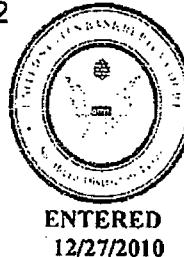
T.S. Henderson  
Thomas S. Henderson (TBN 09432300)  
Attorney at Law  
711 Louisiana Ste 3100  
Houston TX 77002-2716  
713-227-9500

ATTORNEY FOR GARY R. RICE

The above *Stipulation and Order Regarding Claim Number 222 filed by Gary R. Rice* is approved and its terms are so ORDERED.

SIGNED at Houston, Texas, this 10<sup>th</sup> day of May 2011.

Jeff Bohm  
HONORABLE JEFF BOHM  
UNITED STATES BANKRUPTCY JUDGE



ENTERED  
12/27/2010

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

IN RE: §  
§  
ASPEN EXPLORATION, INC., § CASE NO. 08-50325  
§ (Chapter 7)  
DEBTOR §  
§

ORDER GRANTING TRUSTEE'S MOTION FOR AUTHORITY TO COMPROMISE A  
CLASS OF CONTROVERSIES PURSUANT TO FED. R. BANKR. P. 9019(b)  
(85%/510(b) CLAIM SETTLEMENTS)  
[Related to Docket No. 842]

Came on for consideration, Janet Northrup, Chapter 7 Trustee's ("Trustee") *Motion for Authority to Compromise a Class of Controversies Pursuant to Fed. R. Bankr. P. 9019(b) (85%/510(b) Claim Settlements)* (the "Motion"). Having considered the Motion, any objections thereto, and evidence and arguments of counsel, if any, the Court is of the opinion that the Motion should be granted. It is therefore

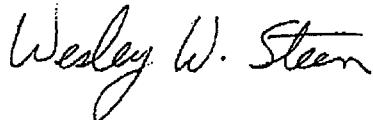
ORDERED that the Motion is GRANTED. It is further

ORDERED that the Trustee may settle causes of action arising under chapter 5 of title 11 and objections to claims on the following basis: persons receiving transfers the Trustee contends are avoidable pursuant to chapter 5 of title 11 may compromise that controversy by paying the Trustee 85% of the transfers at issue. Further, to the extent any such person has filed a proof of claim the Trustee contends should be equitably subordinated pursuant to 11 U.S.C. § 510(b), such person may resolve such claim objection by returning 85% of the avoidable transfers and withdrawing such claim in exchange for the Trustee's recognition of the amount of the claimant's investments with the Debtor or an affiliate of the Debtor as an allowed claim under 11 U.S.C. § 510(b). It is further



ORDERED that the Trustee is authorized to execute all documents and take all other actions necessary to complete the settlements and compromise of controversies on the terms set out in the Motion or in a form substantially similar to that set out in the Motion.

SIGNED December 23, 2010



---

THE HONORABLE WESLEY W. STEEN,  
UNITED STATES BANKRUPTCY JUDGE

APPROVED AND SUBMITTED:

/s/ Heather McIntyre

Lindsay Lambert TBN 11844225  
llambert@hwa.com  
J. Mark Davis TBN 05518200  
mdavis@hwa.com  
Heather McIntyre TBN 24041076  
hhm@hwa.com  
HUGHESWATTERSASKANASE, LLP  
333 Clay Street, 29th Floor  
Houston, Texas 77002  
Tel: 713.759.0818  
Fax: 713.759.6834  
COUNSEL FOR CHAPTER 7 TRUSTEE